UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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OMB APPROVAL
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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix	Serial							
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DATE RE	CEIVED							

Name of Offering ([] check if this interests	s an amendment a	nd name has ch	anged, and indica	ate change.) Limite	d Partnership
Filing Under (Check box(es) that apply):	[] Rule 504	[ ] <u>Rule 505</u>	[ <b>X</b> ] Rule 506	[ ] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [	] Amendment			PRO	CESSED
	A. BAS	IC IDENTIFICA	TION DATA	0 / 1111	21 200
1. Enter the information requested	about the issuer	and California in New State and an open color of the Section Section Section Section Section Section Section S	and the first the first the first the second		≈ I ZUU¶
Name of Issuer ([ ] check if this is Broadbent Realty Investors, L.P		nd name has cha	anged, and indica	te change.) FIN	OMSON JANCIAL
Address of Executive Offices 410 Jarvis Lane, Louisville, KY (Number and Street, City, St		` ,	<b>721-8996</b> Number (Includir	ng Area Code)	
Address of Principal Business Ope Code) (if different from Executive 0		and Street, City,	, State, Zip Code)	Telephone Num	ber (Including Area
Brief Description of Business hedge	ge fund	POTENCIA SE LA COLOR DE LA		The described in the control of the	
Type of Business Organization [ ] corporation [ ] business trust		rtnership, alread nership, to be fo	•	[ ] other (please	specify):
Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Org	janization: (Enter t	ation: [ 03 ] [ wo-letter U.S. Po		eviation for State:	[ ] Estimated DE

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## **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ X ] General and/or Managing Partner
Full Name (Last name first, if individual) Broadbent Capital, LLC
Business or Residence Address (Number and Street, City, State, Zip Code) 410 Jarvis Lane, Louisville, KY 40207
Check Box(es) that Apply: [ ] Promoter [ X ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual) Thomas G. Curtin
Business or Residence Address (Number and Street, City, State, Zip Code) 410 Jarvis Lane, Louisville, KY 40207
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner
Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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2. Wha	at is the r	ninimum	investme	ent that w	ill be acc	epted froi	m any ind	lividual?				),000*
3. Doe	s the offe	ering per	mit joint c	ownership	o of a sing	gle unit?	•••••		•••••		Yes [ <b>X</b> ]	No ] [ ]
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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the
total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is
an exchange offering, check this box " and indicate in the columns below the
amounts of the securities offered for exchange and already exchanged.

Type of Security Debt	Aggregate Offering Price \$	Amount Already Sold \$
Equity	**\$5,000,000	\$50,000
[ ] Common [ ] Preferred	***************************************	4,
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify: Limited Liability Company Units).	\$	\$
Total	\$	\$
Answer also in Appendix, Column 3, if filing under ULOE.	**See Note to Forhereto.	m D attached
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Approdited Investors	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	4	\$ \$50,000
Non-accredited Investors	1	
Total (for filings under Rule 504 only)		\$ -
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Security	Dollar Amount
Type of offering	Type of Security	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[] \$	<u> </u>
Printing and Engraving Costs		5
Legal Fees	• -	25,000
Accounting Fees	[X] \$	•
Engineering Fees	[]	
Sales Commissions (specify finders' fees separately)		
Other Expenses (identify)	[] 9	·

	ATTENTION	eral criminal violations. (See 18 U.S.	1
THOMAS O. Calair	ine General Faither		
Thomas G. Curtin	Managing Partner of the General Partner	Broadbent Capital, LLC,	
lame of Signer (Print or Type)	Title of Signer (Print of	or Type)	
Broadbent Realty Investors, L.P.	1 FM -	7/13/0	<i>)</i>
he issuer has duly caused this notice to be sig tule 505, the following signature constitutes an commission, upon written request of its staff, the paragraph (b)(2) of <u>Rule 502</u> .	undertaking by the issuer to f	furnish to the U.S. Securities and Exch	ange pursi
	D. FEDERAL SIGNATURE		
Total Payments Listed (column totals adde	· · · · · · · · · · · · · · · · · · ·	[]\$50,000	
Column Totals		[] \$50,000 \$	
		[]	
Other (specify): investment in cash and m	arketable securities	[] \$50,000 []\$	
Working capital	[] [] \$\$		
Repayment of indebtedness	[] \$[]\$	_	
Acquisition of other businesses (including to securities involved in this offering that may exchange for the assets or securities of ar pursuant to a merger)	y be used in nother issuer	[] \$[]\$	_
Construction or leasing of plant buildings a	[] \$		
Purchase, rental or leasing and installation and equipment	[] \$		
Purchase of real estate		[] \$[]\$	
Salaries and fees		[] \$	
·		Payments to Officers, Directors, & Payments To Affiliates Others	,
Indicate below the amount of the adjusted gro oposed to be used for each of the purposes so t known, furnish an estimate and check the be e payments listed must equal the adjusted gro sponse to Part C - Question 4.b above.	hown. If the amount for any pu ox to the left of the estimate. T	urpose is The total of forth in	
		hereto.	
Question 1 and total expenses furnished in resifference is the "adjusted gross proceeds to the		Form D attac	to hed

E. STATE SIGNATURE

b. Enter the difference between the aggregate offering price given in response to Part C

[]

\$ 30,000

1. Is any party described in	17 CFR 230.262 presently subject to any of the disqualification provisions of such	Yes No
rule?		[ ] [ X ]"
	See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# **APPENDIX**

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	Intend to non-ac investors (Part B-l	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
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# Broadbent Realty Investors, L.P. Note to Form D

Broadbent Realty Investors, L.P. (the "Issuer") is offering limited partnership interests on a continuous basis in reliance on the exemption from registration provided by Rule 506 under the Securities Act of 1933. The Issuer estimates that it will offer up to \$5,000,000 of limited partnership interests in the next succeeding twelve months. All expenses in connection with the issuance and distribution of the limited partnership interests in the offering, as estimated in Item 4 of the Form D, will be paid by the General Partner of the Issuer and will not reduce the gross proceeds to the Issuer.